

REGENERON PHARMACEUTICALS INC

Form 4

October 27, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOLDBERG MURRAY A**

(Last) (First) (Middle)

**777 OLD SAW MILL RIVER  
ROAD**

(Street)

**TARRYTOWN, NY 10591**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**REGENERON  
PHARMACEUTICALS INC  
[REGN]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**10/23/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
☒ Officer (give title \_\_\_\_\_ Other (specify  
below) below)  
SVP Administration & Asst Secr

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |
| Common Stock                    | 10/23/2014                           |                                                    | M <sup>(1)</sup>               |                                                                   | 60,000                                                                                        | A                                                        | \$ 30.63                                              |
| Common Stock                    | 10/23/2014                           |                                                    | F <sup>(1)</sup>               |                                                                   | 4,689                                                                                         | D                                                        | \$ 391.93                                             |
| Common Stock                    | 10/23/2014                           |                                                    | F <sup>(1)</sup>               |                                                                   | 28,523                                                                                        | D                                                        | \$ 391.93                                             |
| Common Stock                    | 10/24/2014                           |                                                    | S <sup>(1)</sup>               |                                                                   | 200                                                                                           | D                                                        | \$ 395.96                                             |
|                                 | 10/24/2014                           |                                                    | S <sup>(1)</sup>               |                                                                   | 775                                                                                           | D                                                        |                                                       |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 88,915                                                |

Edgar Filing: REGENERON PHARMACEUTICALS INC - Form 4

|              |            |      |       |   |                   |        |   |                |
|--------------|------------|------|-------|---|-------------------|--------|---|----------------|
| Common Stock |            |      |       |   | \$ 396.8<br>(2)   |        |   |                |
| Common Stock | 10/24/2014 | S(1) | 1,700 | D | \$ 397.65<br>(3)  | 87,215 | D |                |
| Common Stock | 10/24/2014 | S(1) | 2,100 | D | \$ 398.58<br>(4)  | 85,115 | D |                |
| Common Stock | 10/24/2014 | S(1) | 3,200 | D | \$ 399.37<br>(5)  | 81,915 | D |                |
| Common Stock | 10/24/2014 | S(1) | 7,531 | D | \$ 400.51<br>(6)  | 74,384 | D |                |
| Common Stock | 10/24/2014 | S(1) | 5,293 | D | \$ 401.51<br>(7)  | 69,091 | D |                |
| Common Stock | 10/24/2014 | S(1) | 2,500 | D | \$ 402.54<br>(8)  | 66,591 | D |                |
| Common Stock | 10/24/2014 | S(1) | 2,454 | D | \$ 403.5<br>(9)   | 64,137 | D |                |
| Common Stock | 10/24/2014 | S(1) | 1,035 | D | \$ 404.18<br>(10) | 63,102 | D |                |
| Common Stock |            |      |       |   |                   | 5,650  | I | By 401(k) Plan |
| Common Stock |            |      |       |   |                   | 750    | I | by Spouse      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|

|                                                 |          |            | Code | V   | (A) | (D)    | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
|-------------------------------------------------|----------|------------|------|-----|-----|--------|---------------------|--------------------|-----------------|-------------------------------------|
| Non-Qualified<br>Stock Option<br>(right to buy) | \$ 30.63 | 10/23/2014 | M    | (1) |     | 60,000 | (11)                | 12/14/2020         | Common<br>Stock | 60,000                              |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |                                     |       |
|-------------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                         | Director      | 10% Owner | Officer                             | Other |
| GOLDBERG MURRAY A<br>777 OLD SAW MILL RIVER ROAD<br>TARRYTOWN, NY 10591 |               |           | SVP<br>Administration &<br>Asst Sec |       |

## Signatures

/s/\*\*Murray A.  
Goldberg

10/27/2014

Signature of Reporting  
Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Disposition/acquisition made pursuant to a plan intended to comply with Rule 10b5-1(c).

Represents volume-weighted average price of sales of 775 shares of Company stock on October 24, 2014 at prices ranging from \$396.28 to \$396.98. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

(3) Represents volume-weighted average price of sales of 1,700 shares of Company stock on October 24, 2014 at prices ranging from \$397.14 to \$397.93. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

(4) Represents volume-weighted average price of sales of 2,100 shares of Company stock on October 24, 2014 at prices ranging from \$398.03 to \$398.98. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

(5) Represents volume-weighted average price of sales of 3,200 shares of Company stock on October 24, 2014 at prices ranging from \$399.02 to \$399.99. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

(6) Represents volume-weighted average price of sales of 7,531 shares of Company stock on October 24, 2014 at prices ranging from \$400.10 to \$400.99. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

(7) Represents volume-weighted average price of sales of 5,293 shares of Company stock on October 24, 2014 at prices ranging from \$401.00 to \$401.96. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

(8) Represents volume-weighted average price of sales of 2,500 shares of Company stock on October 24, 2014 at prices ranging from \$402.00 to \$402.89. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

(9) Represents volume-weighted average price of sales of 2,454 shares of Company stock on October 24, 2014 at prices ranging from \$403.00 to \$403.99. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person

## Edgar Filing: REGENERON PHARMACEUTICALS INC - Form 4

will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

Represents volume-weighted average price of sales of 1,035 shares of Company stock on October 24, 2014 at prices ranging from

(10) \$404.00 to \$404.41. Upon request by the Commission staff, the Company, or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold by the reporting person on October 24, 2014 at each separate price.

- (11) The option became exercisable with respect to all shares underlying the option on December 31, 2013, based upon the satisfaction by the company of certain performance criteria during the period ended December 31, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.